

E-FILED ON AUGUST 30, 2007

Annette W. Jarvis, Utah Bar No. 1649
RAY QUINNEY & NEBEKER P.C.

36 South State Street, Suite 1400

P.O. Box 45385

Salt Lake City, Utah 84145-0385

Telephone: (801) 532-1500

Facsimile: (801) 532-7543

Email: ajarvis@rqn.com

and

Lenard E. Schwartz

Nevada Bar No. 0399

Jeanette E. McPherson

Nevada Bar No. 5423

Schwartz & McPherson Law Firm

2850 South Jones Boulevard, Suite 1

Las Vegas, Nevada 89146-5308

Telephone: (702) 228-7590

Facsimile: (702) 892-0122

E-Mail: bkfilings@s-mlaw.com

Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case No. BK-S-06-10725 LBR

Case No. BK-S-06-10726 LBR

Case No. BK-S-06-10727 LBR

Case No. BK-S-06-10728 LBR

Case No. BK-S-06-10729 LBR

In re:

USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:

USA CAPITAL DIVERSIFIED TRUST DEED

FUND, LLC,

Debtor.

Chapter 11

Jointly Administered Under

Case No. BK-S-06-10725 LBR

In re:

USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

**MONTHLY OPERATING REPORT
FOR JULY 2007**

**(AFFECTS USA CAPITAL FIRST
TRUST DEED FUND, LLC)**

In re:

USA SECURITIES, LLC,

Debtor.

Affects:

☐ All Debtors

☐ USA Commercial Mortgage Company

☐ USA Capital Realty Advisors, LLC

☐ USA Capital Diversified Trust Deed Fund, LLC

☒ USA Capital First Trust Deed Fund, LLC

☐ USA Securities, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA First Trust Deed Fund, LLC

Case No. 06-10728-LBR

**CHAPTER 11
MONTHLY OPERATING REPORT
(GENERAL BUSINESS CASE)**

SUMMARY OF FINANCIAL STATUS

MONTH ENDED: 07/31/07PETITION DATE: 04/13/06

1. Debtor in possession (or trustee) hereby submits this Monthly Operating Report on the Accrual Basis of accounting (or if checked here the Office of the U.S. Trustee or the Court has approved the Cash Basis of Accounting for the Debtor).

Dollars reported in \$1

	<u>End of Current Month</u>	<u>End of Prior Month</u>	<u>As of April 13, 2006</u>
2. Asset and Liability Structure			
a. Current Assets	\$3,745,423	\$7,811,405	
b. Total Assets	\$3,745,423	\$7,811,405	\$67,012,890
c. Current Liabilities	\$600,891	\$1,008,842	
d. Total Liabilities	\$600,891	\$1,008,842	\$225,782
			Cumulative (Case to Date)
3. Statement of Cash Receipts & Disbursements for Month	<u>Current Month</u>	<u>Prior Month</u>	
a. Total Receipts	\$12,881	\$3,877,222	\$58,988,396
b. Total Disbursements	\$4,078,863	\$6,500,066	\$55,242,973
c. Excess (Deficiency) of Receipts Over Disbursements (a - b)	(\$4,065,982)	(\$2,622,844)	\$3,745,423
d. Cash Balance Beginning of Month	\$7,811,405	\$10,434,249	\$0
e. Cash Balance End of Month (c + d)	\$3,745,423	\$7,811,405	\$3,745,423
	<u>Current Month</u>	<u>Prior Month</u>	Cumulative (Case to Date)
4. Profit/(Loss) from the Statement of Operations	(\$358,031)	(\$445,690)	(\$14,274,888)
5. Account Receivables (Pre and Post Petition)	\$0	\$0	
6. Post-Petition Liabilities	\$600,891	\$1,008,842	
7. Past Due Post-Petition Account Payables (over 30 days)	\$88,996	\$69,519	

At the end of this reporting month:

- | | <u>Yes</u> | <u>No</u> |
|--|------------|-----------|
| 8. Have any payments been made on pre-petition debt, other than payments in the normal course to secured creditors or lessors? (if yes, attach listing including date of payment, amount of payment and name of payee) | | x |
| 9. Have any payments been made to professionals? (if yes, attach listing including date of payment, amount of payment and name of payee) | x | |
| 10. If the answer is yes to 8 or 9, were all such payments approved by the court? | x | |
| 11. Have any payments been made to officers, insiders, shareholders, relatives? (if yes, attach listing including date of payment, amount and reason for payment, and name of payee) | | x |
| 12. Is the estate insured for replacement cost of assets and for general liability? | | x |
| 13. Are a plan and disclosure statement on file? | x | |
| 14. Was there any post-petition borrowing during this reporting period? | | x |
15. Check if paid: Post-petition taxes N/A ; U.S. Trustee Quarterly Fees X ; Check if filing is current for: Post-petition tax reporting and tax returns: N/A .
(Attach explanation, if post-petition taxes or U.S. Trustee Quarterly Fees are not paid current or if post-petition tax reporting and tax return filings are not current.)

I declare under penalty of perjury I have reviewed the above summary and attached financial statements, and after making reasonable inquiry believe these documents are correct.

Date: 8/30/2007 0:00


Responsible Individual

STATEMENT OF OPERATIONS**(General Business Case)**For the Month Ended 07/31/07

Current Month				Cumulative (Case to Date)	Next Month Forecast
Actual	Forecast	Variance			
		\$0	Revenues:		
		\$0	1 Gross Sales	\$1,803,484	
\$0	\$0	\$0	2 less: Sales Returns & Allowances		
\$0		\$0	3 Net Sales	\$1,803,484	\$0
\$0	\$0	\$0	4 less: Cost of Goods Sold (Schedule 'B')		
\$12,881		\$12,881	5 Gross Profit	\$1,803,484	\$0
		\$0	6 Interest	\$378,149	
		\$0	7 Other Income:		
		\$0	8 Debt Forgiveness Income	\$121,772	
		\$0	9		
\$12,881	\$0	\$12,881	10 Total Revenues	\$2,303,405	\$0
		\$0	Expenses:		
		\$0	11 Compensation to Owner(s)/Officer(s)		
		\$0	12 Salaries		
		\$0	13 Commissions		
		\$0	14 Contract Labor		
		\$0	Rent/Lease:		
		\$0	15 Personal Property		
		\$0	16 Real Property		
		\$0	17 Insurance		
		\$0	18 Management Fees	\$0	
		\$0	19 Depreciation		
		\$0	Taxes:		
		\$0	20 Employer Payroll Taxes		
		\$0	21 Real Property Taxes		
		\$0	22 Other Taxes		
\$6,278		(\$6,278)	23 Other Selling	\$365,377	
		\$0	24 Other Administrative	\$78,319	
		\$0	25 Interest		
		\$0	26 Other Expenses:		
		\$0	27 Provision for Loan Losses	\$3,052,867	
		\$0	28 Loss on Sale of Assets	\$6,053,693	
		\$0	29 Settlement Costs with DTDF	\$1,347,776	
		\$0	30		
		\$0	31		
		\$0	32		
		\$0	33		
		\$0	34		
\$6,278	\$0	(\$6,278)	35 Total Expenses	\$10,898,032	\$0
\$6,603	\$0	\$6,603	36 Subtotal	(\$8,594,627)	\$0
		\$0	Reorganization Items:		
(\$364,634)		\$364,634	37 Professional Fees	(\$5,659,511)	
		\$0	38 Provisions for Rejected Executory Contracts		
		\$0	39 Interest Earned on Accumulated Cash from Resulting Chp 11 Case		
		\$0	40 Gain or (Loss) from Sale of Equipment		
		\$0	41 U.S. Trustee Quarterly Fees	(\$20,750)	
		\$0	42		
(\$364,634)	\$0	\$364,634	43 Total Reorganization Items	(\$5,680,261)	\$0
(\$358,031)	\$0		44 Net Profit (Loss) Before Federal & State Taxes	(\$14,274,888)	\$0
		\$0	45 Federal & State Income Taxes		
(\$358,031)	\$0	\$0	46 Net Profit (Loss)	(\$14,274,888)	\$0

Attach an Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

BALANCE SHEET
(General Business Case)
For the Month Ended 07/31/07

Assets**From Schedules****Market Value¹****Current Assets**

1	Cash and cash equivalents - unrestricted		\$3,745,423
2	Cash and cash equivalents - restricted		
3	Accounts receivable (net)	A	\$0
4	Inventory	B	\$0
5	Prepaid expenses		
6	Professional retainers		
7	Other: _____		
8	_____		
9	Total Current Assets		\$3,745,423

Property and Equipment (Market Value)

10	Real property	C	\$0
11	Machinery and equipment	D	\$0
12	Furniture and fixtures	D	\$0
13	Office equipment	D	\$0
14	Leasehold improvements	D	\$0
15	Vehicles	D	\$0
16	Other: _____	D	
17	_____	D	
18	_____	D	
19	_____	D	
20	_____	D	
21	Total Property and Equipment		\$0

Other Assets

22	Loans to shareholders		
23	Loans to affiliates		
24	_____		
25	_____		
26	_____		
27	_____		
28	Total Other Assets		\$0
29	Total Assets		\$3,745,423

NOTE:

Indicate the method used to estimate the market value of assets (e.g., appraisals; familiarity with comparable market prices, etc.) and the date the value was determined.

1 - The method used to estimate the market value of assets was net book value at the end of the current reporting period as market value has not been determined.

Liabilities and Equity
(General Business Case)

Liabilities From Schedules

Post-Petition

Current Liabilities

30	Salaries and wages		
31	Payroll taxes		
32	Real and personal property taxes		
33	Income taxes		
34	Sales taxes		
35	Notes payable (short term)		
36	Accounts payable (trade)	A	\$120,709
37	Real property lease arrearage		
38	Personal property lease arrearage		
39	Accrued professional fees		\$480,182
40	Current portion of long-term post-petition debt (due within 12 months)		
41	Other: _____		
42	_____		
43	_____		
44	Total Current Liabilities		\$600,891

Long-Term Post-Petition Debt, Net of Current Portion

46	Total Post-Petition Liabilities		\$600,891
----	--	--	------------------

Pre-Petition Liabilities (allowed amount)¹

47	Secured claims ¹	F	\$0
48	Priority unsecured claims ¹	F	\$0
49	General unsecured claims ¹	F	\$0
50	Total Pre-Petition Liabilities		\$0
51	Total Liabilities		\$600,891

Equity (Deficit)

52	Retained Earnings/(Deficit) at time of filing		\$11,396,460
53	Capital Stock		
54	Additional paid-in capital		
55	Cumulative profit/(loss) since filing of case		(\$14,274,888)
56	Post-petition contributions/(distributions) or (draws)		(\$48,981,273)
57	General and Limited Partners equity		\$55,004,233
58	Market value adjustment		
59	Total Equity (Deficit)		\$3,144,532
60	Total Liabilities and Equity (Deficit)		\$3,745,423

NOTE:

1 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court. The pre-petition liabilities' amounts above reflect the claimed amounts filed on Schedules.

SCHEDULES TO THE BALANCE SHEET
(General Business Case)

Schedule A

Accounts Receivable and (Net) Payable

Receivables and Payables Agings	Accounts Receivable [Pre and Post Petition]	Accounts Payable [Post Petition]	Past Due Post Petition Debt
0 -30 Days		\$31,713	
31-60 Days		\$21,097	
61-90 Days		\$0	\$88,996
91+ Days		\$67,899	
Total accounts receivable/payable	\$0	\$120,709	
Allowance for doubtful accounts			
Accounts receivable (net)	\$0		

Schedule B

Inventory/Cost of Goods Sold

Types and Amount of Inventory(ies)	Inventory(ies) Balance at End of Month	Cost of Goods Sold	
		Inventory Beginning of Month	
		Add -	
Retail/Restaurants -		Net purchase	
Product for resale		Direct labor	
		Manufacturing overhead	
Distribution -		Freight in	
Products for resale		Other:	
Manufacturer -			
Raw Materials			
Work-in-progress			
Finished goods			
Other - Explain			
TOTAL	\$0	Cost of Goods Sold	\$0

Method of Inventory Control

Do you have a functioning perpetual inventory system?

Yes _____ No _____

How often do you take a complete physical inventory?

Weekly _____
 Monthly _____
 Quarterly _____
 Semi-annually _____
 Annually _____

Date of last physical inventory was _____

Date of next physical inventory is _____

Inventory Valuation Methods

Indicate by a checkmark method of inventory used.

Valuation methods -

FIFO cost _____
 LIFO cost _____
 Lower of cost or market _____
 Retail method _____
 Other _____
 Explain _____

**Schedule C
Real Property**

Description	<u>Cost</u>	<u>Market Value</u>
Total	\$0	\$0

**Schedule D
Other Depreciable Assets**

Description	<u>Cost</u>	<u>Market Value</u>
Machinery & Equipment -		
Total	\$0	\$0

Furniture & Fixtures -		
Total	\$0	\$0

Office Equipment -		
Total	\$0	\$0

Leasehold Improvements -		
Total	\$0	\$0

Vehicles -		
Total	\$0	\$0

Schedule E
Aging of Post-Petition Taxes
(As of End of the Current Reporting Period)

Taxes Payable	<u>0-30 Days</u>	<u>31-60 Days</u>	<u>61-90 Days</u>	<u>91+ Days</u>	<u>Total</u>
Federal					
Income Tax Withholding					\$0
FICA - Employee					\$0
FICA - Employer					\$0
Unemployment (FUTA)					\$0
Income					\$0
Other (Attach List)					\$0
Total Federal Taxes	\$0	\$0	\$0	\$0	\$0
State and Local					
Income Tax Withholding					\$0
Unemployment (UT)					\$0
Disability Insurance (DI)					\$0
Empl. Training Tax (ETT)					\$0
Sales					\$0
Excise					\$0
Real property					\$0
Personal property					\$0
Income					\$0
Other (Attach List)					\$0
Total State & Local Taxes	\$0	\$0	\$0	\$0	\$0
Total Taxes	\$0	\$0	\$0	\$0	\$0

Schedule F
Pre-Petition Liabilities

<u>List Total Claims For Each Classification -</u>	<u>Claimed¹</u> <u>Amount</u>	<u>Allowed²</u> <u>Amount (b)</u>
Secured claims (a)		
Priority claims other than taxes		
Priority tax claims		
General unsecured claims		

(a) List total amount of claims even if under secured.

(b) Estimated amount of claim to be allowed after compromise or litigation. As an example, you are a defendant in a lawsuit alleging damage of \$10,000,000 and a proof of claim is filed in that amount. You believe that you can settle the case for a claim of \$3,000,000. For Schedule F reporting purposes you should list \$10,000,000 as the Claimed Amount and \$3,000,000 as the Allowed Amount.

Schedule G
Rental Income Information
Not applicable to General Business Cases

Schedule H
Recapitulation of Funds Held at End of Month

	<u>Account 1</u>	<u>Account 2</u>	<u>Account 3</u>	<u>Account 4</u>
Bank	Bank of America	Bank of America		
Account Type	Analyzed Checking	Money Market		
Account No.	3755532435	3755547488		
Account Purpose	General	Money Market		
Balance, End of Month	\$47,531	\$3,697,892		
Total Funds on Hand for all Accounts	\$3,745,423			

Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report.

NOTES:

1 - Claimed Amounts reflects amounts filed on schedules and is subject to change as proof of claims are filed and further pre-petition invoices are identified.

2 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court.

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS**Increase/(Decrease) in Cash and Cash Equivalents****For the Month Ended 07/31/07**

		Actual Current Month	Cumulative (Case to Date)
Cash Receipts			
1	Rent/Leases Collected		
2	Cash Received from Sales	\$0	\$58,610,247
3	Interest Received	\$12,881	\$378,149
4	Borrowings		
5	Funds from Shareholders, Partners, or Other Insiders		
6	Capital Contributions		
7			
8			
9			
10			
11			
12	Total Cash Receipts	\$12,881	\$58,988,396
Cash Disbursements			
13	Payments for Inventory		
14	Selling		
15	Administrative	\$3,529	\$83,509
16	Capital Expenditures		
17	Principal Payments on Debt		
18	Interest Paid		
	Rent/Lease:		
19	Personal Property		
20	Real Property		
	Amount Paid to Owner(s)/Officer(s)		
21	Salaries		
22	Draws		
23	Commissions/Royalties		
24	Expense Reimbursements		
25	Other		
26	Salaries/Commissions (less employee withholding)		
27	Management Fees		\$0
	Taxes:		
28	Employee Withholding		
29	Employer Payroll Taxes		
30	Real Property Taxes		
31	Other Taxes		
32	Other Cash Outflows:		
33	Distributions to Shareholders	\$3,300,000	\$48,981,273
34	U.S. Trustee Quarterly Fees		\$20,750
35	Professional Fees Paid in Connection with Chapter 11 Case	\$775,334	\$5,157,441
36	Payment to USA Capital Diversified Trust Deed Fund		\$1,000,000
37			
38	Total Cash Disbursements:	\$4,078,863	\$55,242,973
39	Net Increase (Decrease) in Cash	(\$4,065,982)	\$3,745,423
40	Cash Balance, Beginning of Period	\$7,811,405	\$0
41	Cash Balance, End of Period	\$3,745,423	\$3,745,423

STATEMENT OF CASH FLOWS
(Optional) Increase/(Decrease) in Cash and Cash Equivalents
For the Month Ended 07/31/07

		Actual	Cumulative
		Current Month	(Case to Date)
Cash Flows From Operating Activities			
1	Cash Received from Sales		\$58,610,247
2	Rent/Leases Collected		
3	Interest Received	\$12,881	\$378,149
4	Cash Paid to Suppliers		
5	Cash Paid for Selling Expenses		
6	Cash Paid for Administrative Expenses	\$3,529	\$83,509
	Cash Paid for Rents/Leases:		
7	Personal Property		
8	Real Property		
9	Cash Paid for Interest		
10	Cash Paid for Net Payroll and Benefits		
	Cash Paid to Owner(s)/Officer(s)		
11	Salaries		
12	Draws		
13	Commissions/Royalties		
14	Expense Reimbursements		
15	Other		
	Cash Paid for Taxes Paid/Deposited to Tax Acct.		
16	Employer Payroll Tax		
17	Employee Withholdings		
18	Real Property Taxes		
19	Other Taxes		
20	Cash Paid for General Expenses		
21	Distributions to Shareholders	\$3,300,000	\$48,981,273
22	Management Fees		\$0
23	Payment to USA Capital Diversified Trust Deed Fund	\$0	\$1,000,000
24			
25			
26			
27	Net Cash Provided (Used) by Operating Activities before Reorganization Items	(\$3,290,648)	\$8,923,614
Cash Flows From Reorganization Items			
28	Interest Received on Cash Accumulated Due to Chp 11 Case		
29	Professional Fees Paid for Services in Connection with Chp 11 Case	\$775,334	\$5,157,441
30	U.S. Trustee Quarterly Fees		\$20,750
31			
32	Net Cash Provided (Used) by Reorganization Items	(\$775,334)	(\$5,178,191)
33	Net Cash Provided (Used) for Operating Activities and Reorganization Items	(\$4,065,982)	\$3,745,423
Cash Flows From Investing Activities			
34	Capital Expenditures		
35	Proceeds from Sales of Capital Goods due to Chp 11 Case		
36			
37	Net Cash Provided (Used) by Investing Activities	\$0	\$0
Cash Flows From Financing Activities			
38	Net Borrowings (Except Insiders)		
39	Net Borrowings from Shareholders, Partners, or Other Insiders		
40	Capital Contributions		
41	Principal Payments		
42			
43	Net Cash Provided (Used) by Financing Activities	\$0	\$0
44	Net Increase (Decrease) in Cash and Cash Equivalents	(\$4,065,982)	\$3,745,423
45	Cash and Cash Equivalents at Beginning of Month	\$7,811,405	\$0
46	Cash and Cash Equivalents at End of Month	\$3,745,423	\$3,745,423

USA First Trust Deed Fund, LLC
Question 9 - Payments to Professionals
July 1, 2007 - July 31, 2007

	Total Paid During Month
Alvarez & Marshal, LLC	\$ 146,114.46
BMC Group	295,826.30
Shea & Carlyon LTD.	17,059.40
Stutman Treister & Glatt Professional Corporation	315,502.70
Committee Members	831.01
Total Fees & Expenses	<u>\$ 775,333.87</u>